

ARTICLES OF INCORPORATION  
Of  
**The Idaho Clean Water Cooperative**  
DRAFT 09/18/00

The undersigned incorporator(s), each being a natural person 18 years of age or older, in order to form a corporate entity under Idaho Statutes, Chapter\_\_\_\_\_, adopts the following articles of incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be the **Idaho Clean Water Cooperative**, located at (street address, city, state, zip).

ARTICLE II

PURPOSE

This corporation is organized as a nonprofit corporation exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, by lessening the burdens of government of the State of Idaho. The primary activity of the corporation shall be to provide the Lower Boise and other Idaho watershed's trading systems with core administrative services to help improve water quality conditions. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

The following shall operate at all times as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE IV

### DURATION

The duration of the corporate existence shall be perpetual.

## ARTICLE V

### MEMBERSHIP/BOARD OF DIRECTORS

Membership is open to the general public and is required of all trading parties. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the initial Board of Directors is 4, their names and addresses being as follows:

Name  
Address  
Name  
Address  
Name  
Address

The first four (4) members of the initial Board of Directors shall select two (2) additional Board members that represent select interest groups as articulated in the Bylaws. To establish a member rotation, the Board, at its initial meeting, shall set two (2) year terms for three (3) of the initial Board members. The terms for the remaining Board members and duly elected successors shall be set for three (3) years.

## ARTICLE VI

### PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE VII

### DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to the State of Idaho or its political subdivision, or to such organization(s) organized and operated for charitable, educational or scientific purposes as shall at the time qualify as exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), in such manner as the Board of Directors shall determine.

## ARTICLE VIII

### INCORPORATOR(S)

The incorporator(s) of this corporation is/are:

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

Signature

Date

Signature

Date

Signature

Date